

**EXHIBIT B**

**Declaration of Committee Chair**

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:

AGWAY FARM & HOME SUPPLY, LLC,

Debtor.<sup>1</sup>

Chapter 11

Case No. 22-10602 (JKS)

DECLARATION OF COMMITTEE CHAIR  
IN SUPPORT OF APPLICATION OF THE OFFICIAL  
COMMITTEE OF UNSECURED CREDITORS FOR ORDER, PURSUANT TO  
11 U.S.C. §§ 328, AND 1103, FED. R. BANKR. P. 2014, AND LOCAL RULE 2014-1,  
AUTHORIZING AND APPROVING THE EMPLOYMENT AND RETENTION OF  
PACHULSKI STANG ZIEHL & JONES LLP AS COUNSEL TO THE OFFICIAL  
COMMITTEE OF UNSECURED CREDITORS, EFFECTIVE AS OF MARCH 16, 2021

Owen Ward, Chief Financial Officer of American Wood Fibers, Inc., as an  
authorized representative of the Committee, declares under penalty of perjury as follows:

1. I, Owen Ward, am the Chief Financial Officer of American Wood Fibers, Inc., the Chair of the Official Committee of Unsecured Creditors (the “Committee”) appointed in the bankruptcy case (the “Case”) of the above-captioned debtor (the “Debtor”). I am an authorized representative of the Committee and am authorized to submit this declaration (the “Declaration”) in support of the *Application of the Official Committee of Unsecured Creditors for Order, Pursuant to 11 U.S.C §§ 327, 328, and 1103, Fed. R. Bankr. P. 2014, and Local Rule 2014-1, Authorizing and Approving the Employment and Retention of Pachulski Stang Ziehl & Jones LLP as Counsel to the Official Committee of Unsecured Creditors Effective as of July 20, 2022* (the “Application”) on behalf of the Committee.<sup>2</sup>

<sup>1</sup> The last four digits of the Debtor’s federal tax identification number are 1247. The Debtor’s address is 6606 W. Broad Street, Richmond, VA 23230.

<sup>2</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Application.

**The Committee's Selection of PSZ&J as Counsel**

2. Pachulski Stang Ziehl & Jones LLP ("PSZ&J" or the "Firm") is proposed to serve as counsel to the Committee. The Committee recognizes that a review process is necessary in managing counsel to ensure that bankruptcy professionals are subject to the same scrutiny and accountability as professionals in non-bankruptcy engagements. The review process utilized by the Committee here assessed potential committee counsel based on their expertise in the relevant legal issues and in similar proceedings.

3. On July 18, 2022, the United States Trustee for Region 3 (the "U.S. Trustee") appointed the Committee to represent the interests of all unsecured creditors in the Case pursuant to section 1102 of the Bankruptcy Code. The members appointed to the Committee are: (i) The Scotts Company, LLC; (ii) Animal Health International, Inc.; (iii) Wildlife Sciences, LLC; (iv) Capital Forrest Products; (v) Gallagher North America, Inc.; (vi) Hub Group, Inc.; and (vii) American Wood fibers, Inc.

4. On July 20, 2022, the Committee voted to retain PSZ&J as its counsel, subject to Court approval.

5. The Committee believes that PSZ&J's extensive experience in corporate reorganizations, both out-of-court and under chapter 11 of the Bankruptcy Code, makes it well qualified to represent the Committee in this Case in an efficient and timely manner. Thus, the Committee decided to retain PSZ&J as the Committee's counsel during this chapter 11 case.

**Rate Structure**

6. In my capacity as Chair and authorized representative of the Committee, I am responsible, along with the other committee members, for supervising counsel. PSZ&J has informed the Committee that its rates are consistent between bankruptcy representations, including related transactional and litigation services. PSZ&J has informed the Committee that its current hourly rates apply to non-bankruptcy services, if any, provided by the Firm, unless a contingent fee, mixed contingent fee, flat fee, or blended rate arrangement is agreed upon. The Firm does not maintain separate departments devoted to other legal practices different from the bankruptcy and insolvency areas. The Firm therefore does not have different billing rates and terms for non-bankruptcy engagements that can be compared to the billing rates and terms for the Committee's engagement of PSZ&J.

**Cost Supervision**

7. The Committee will approve any prospective budget and staffing plan that may be filed by PSZ&J prior to it being filed, recognizing that, in the course of a large chapter 11 case like this Case, it is possible that there may be a number of unforeseen fees and expenses that will need to be addressed by the Committee and PSZ&J. The members of the Committee further recognize that it is their responsibility to closely monitor the billing practices of their counsel to ensure the fees and expenses paid by the estates remain consistent with the Committee's expectations and the exigencies of the Case. The Committee will continue to review the invoices that PSZ&J regularly submits, and, together with PSZ&J, periodically amend any budget and staffing plans, as the case develops.

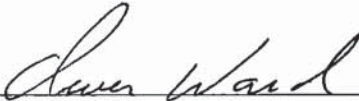
*[Remainder of page intentionally left blank]*



Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: August 19, 2022

THE OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS OF AGWAY FARM & HOME  
SUPPLY, LLC

By:   
Owen Ward, Chief Financial Officer of American  
Wood Fibers, Inc., solely in his capacity as chair of  
the Official Committee of Unsecured Creditors and  
not in his individual capacity